

In re:) **Chapter 11**
)
AIG BAKER TALLAHASSEE, L.L.C.,) **Case No. _____**
)
Debtor.)
_____)

AIG Baker Tallahassee, L.L.C. (the “Debtor”), pursuant to Federal Rules of Bankruptcy Procedure 1007(a)(1) and 7007.1, files this Corporate Ownership Statement, respectfully showing the Court as follows:

- Dated: December 14, 2010

BENTON & CENTENO, LLP
2019 Third Avenue North
Birmingham, Alabama 35203
Telephone: (205) 278-8000
Facsimile: (205) 278-8008
Email: lbenton@bcattys.com

AIG BAKER TALLAHASSEE, L.L.C.
WRITTEN CONSENT OF MANAGING MEMBER

The undersigned, being the managing member of AIG Baker Tallahassee, L.L.C., a Delaware limited liability company (the "Company"), does hereby, by signing this instrument, (i) consent to taking action on the following resolutions, (ii) indicate the undersigned's vote in favor of such resolutions, and (iii) direct that this consent be filed with the minutes of the proceedings of the managing member of the Company.

RESOLVED, that in the judgment of the managing member of the Company, it is desirable and in the best interests of the Company, its creditors, members, and other interested parties that a petition be filed by the Company seeking relief under the provisions of chapter 11 of title 11, United States Code (the "Code");

RESOLVED, that Ronald L. Carlson, Executive Vice President of the managing member (an "Authorized Officer"), is hereby authorized and empowered on behalf of, and in the name of, the Company to execute and verify or certify a petition under chapter 11 of the Code and to cause the same to be filed in the United States Bankruptcy Court for the Northern District of Alabama at such time as said officer executing the same shall determine and in such form or forms as the Authorized Officer may approve in the Authorized Officer's sole discretion;

RESOLVED, that the firm of Benton & Centeno, LLP with an office currently located at 2019 Third Avenue North, Birmingham, Alabama 35203 be, and hereby is, employed as counsel for the Company in connection with the prosecution of the Company's case under chapter 11 of the Code;

RESOLVED, that the Authorized Officer is authorized to prepare (or cause to be prepared), execute and file (or cause to be filed) any and all petitions, schedules, motions, lists, applications, pleadings, and other papers, to take any and all such other and further actions which the Authorized Officer or the Company's legal counsel may deem necessary, desirable or appropriate in connection with filing the voluntary petition for relief under chapter 11 of the Code, including, but not limited to, motions to obtain the use of cash collateral, and to take and perform any and all further acts and deeds which he may deem necessary, proper or desirable in connection with the chapter 11 case, with a view to the successful prosecution of such case;

RESOLVED, that the Authorized Officer is authorized to employ and retain financial advisors, accountants, public relations advisors and other professionals, to advise the Company in connection with its case under chapter 11 of the Code;

RESOLVED, that the Authorized Office is authorized and directed on behalf of the Company to take such actions and to make, sign, execute, acknowledge, deliver and perform (and record in a relevant office of the county clerk, if necessary) any and all such agreements, including any and all affidavits, orders, directions, certificates,

requests, receipts, financing statements or other instruments, as may reasonably be required to give effect to the foregoing Resolutions, and to execute and deliver such agreements (including exhibits thereto) and related documents, and to perform fully the terms and provisions thereof;

RESOLVED, that the Company be, and hereby is, authorized to pay all fees and expenses incurred by it or for its account in connection with the actions approved in any or all of the foregoing Resolutions, and all actions related thereto, and the Authorized Officer, or his designate, be authorized, empowered and directed to make said payments as he or his designate may deem necessary, appropriate, advisable or desirable, such payment by any such officer to constitute conclusive evidence of such officer's determination and approval of the necessity, appropriateness, advisability or desirability thereof; and

RESOLVED, that to the extent that any of the actions authorized by any of the foregoing Resolutions have been taken by the manager(s) or officers of the Company on its behalf, such actions are hereby ratified, approved and confirmed in their entirety.

IN WITNESS WHEREOF, the managing member has executed this consent as of December 14, 2010.

AIG BAKER SHOPPING CENTER
PROPERTIES, LLC, a Delaware limited liability
company, its Managing Member

By: 

Alex D. Baker
President, Chief Executive Officer